

EXHIBIT 23

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Conducted on November 21, 2024

<p style="text-align: right;">5</p> <p>1 PROCEEDINGS</p> <p>2 THE VIDEOGRAPHER: Here begins Media No.</p> <p>3 1 in the videotaped deposition of Tom Zarro's</p> <p>4 portion of the Next Gen Beverages corporate</p> <p>5 representative deposition, in the matter of</p> <p>6 James Deppoleto, Plaintiff v. Takeover Industries</p> <p>7 Incorporated, et al., Defendants, in the United</p> <p>8 States District Court for the District of Nevada,</p> <p>9 Case No. 2:22CV02013.</p> <p>10 Today's date is Thursday, November 21st,</p> <p>11 2024. The time on the video monitor is 3:14 p.m.</p> <p>12 The videographer today is Esteban Horta,</p> <p>13 representing Planet Depos. This video deposition</p> <p>14 is taking place at 1731 Village Center Circle,</p> <p>15 Suite 150, Las Vegas, Nevada 89134.</p> <p>16 Would counsel please voice identify</p> <p>17 themselves and state whom they represent?</p> <p>18 MR. HARVEY: Patrick Harvey for the</p> <p>19 Plaintiff.</p> <p>20 MR. BENNION: Don Bennion for the</p> <p>21 Defendants.</p> <p>22 THE VIDEOGRAPHER: The court reporter</p> <p>23 today is Mylene Santiano, representing Planet</p> <p>24 Depos. Will the reporter please swear in the</p> <p>25 witness.</p>	<p style="text-align: right;">7</p> <p>1 respect to those topics?</p> <p>2 A I reviewed the case files, I've spoken</p> <p>3 to my attorney, I've spoken to internal team</p> <p>4 members as mentioned in the previous deposition.</p> <p>5 Q And, again, I'm trying to laser focus on</p> <p>6 what you did to prepare to be the Next Gen witness</p> <p>7 today. Did you do anything specifically to prepare</p> <p>8 to talk about the four topics in the subpoena on</p> <p>9 behalf of Next Gen?</p> <p>10 A I've read the case files, and I've</p> <p>11 spoken to my attorney.</p> <p>12 Q So nothing specific as to Next Gen?</p> <p>13 Just a general conversation?</p> <p>14 A General. Yeah.</p> <p>15 Q Okay. Did you review any Next Gen</p> <p>16 specific documents to prepare for today's</p> <p>17 deposition?</p> <p>18 A Not that I can recall specifically.</p> <p>19 Q Did you ask anyone affiliated with Next</p> <p>20 Gen Beverages to provide you with information that</p> <p>21 would help educate you on the topics in the topic</p> <p>22 list about which you are going to testify?</p> <p>23 A I did not.</p> <p>24 Q Why not?</p> <p>25 A I didn't feel they were necessary.</p>
<p style="text-align: right;">6</p> <p>1 EXAMINATION BY COUNSEL FOR THE PLAINTIFF</p> <p>2 BY MR. HARVEY:</p> <p>3 Q Welcome again, Mr. Zarro.</p> <p>4 A Thank you, Mr. Harvey.</p> <p>5 Q I've already handed you what we marked</p> <p>6 as Exhibit 1 for the Next Gen corporate</p> <p>7 representative deposition, which is the subpoena</p> <p>8 with the topic list.</p> <p>9 (Exhibit 1 was marked for identification.)</p> <p>10 Have you seen that before today?</p> <p>11 A Yes.</p> <p>12 Q Okay.</p> <p>13 Q And I understand you're prepared to</p> <p>14 offer testimony today as the corporate</p> <p>15 representative on behalf of Next Gen Beverages LLC,</p> <p>16 at least to some topics; correct?</p> <p>17 A Correct.</p> <p>18 Q And my understanding is that you are</p> <p>19 going to be offering testimony as to topics one,</p> <p>20 two, three, and five of the topic list; is that</p> <p>21 correct?</p> <p>22 A Correct.</p> <p>23 Q Okay. What, if anything, did you do to</p> <p>24 prepare to offer testimony as the corporate</p> <p>25 representative on behalf of Next Gen Beverages with</p>	<p style="text-align: right;">8</p> <p>1 Q Did you meet with counsel to prepare to</p> <p>2 be the Next Gen Beverages' witness today?</p> <p>3 A I did.</p> <p>4 Q For how long?</p> <p>5 A Multiple hour phone call.</p> <p>6 Q Again, specifically related to Next Gen.</p> <p>7 A Yeah. Of this, a quarter of the call.</p> <p>8 Q And how long was a quarter of the call?</p> <p>9 A Oh, an hour.</p> <p>10 Q So 15 minutes or so?</p> <p>11 A No. The call went for several hours.</p> <p>12 So I would say this was 45 minutes to an hour.</p> <p>13 Q When was this?</p> <p>14 A Last -- yesterday, multiple times and</p> <p>15 then last night.</p> <p>16 Q Was anyone else involved in that portion</p> <p>17 of the meeting?</p> <p>18 A No.</p> <p>19 Q That was via phone?</p> <p>20 A Correct.</p> <p>21 Q As you were participating in that</p> <p>22 meeting, did you review any documents specific to</p> <p>23 Next Gen?</p> <p>24 A All the documents -- I'm sure some had</p> <p>25 something to do with it, but I can't recall</p>

Conducted on November 21, 2024

<p>9</p> <p>1 anything specific.</p> <p>2 Q Other than the meeting yesterday, did</p> <p>3 you have any other discussions with counsel about</p> <p>4 this deposition?</p> <p>5 A No.</p> <p>6 Q Did you make any handwritten or</p> <p>7 typewritten notes to assist you in testifying on</p> <p>8 behalf of Next Gen today?</p> <p>9 A No. The first topic, Topic No. 1, is</p> <p>10 the nature of Next Gen Beverage's relationship with</p> <p>11 Mr. Deppoleto, including any amounts of funds</p> <p>12 received by Next Gen from Mr. Deppoleto. Like we</p> <p>13 did in the last one, I have a series of questions</p> <p>14 about what is Next Gen, what products does it sell,</p> <p>15 things of that nature. You've already answered</p> <p>16 that in your first deposition today. If I ask you</p> <p>17 those questions again, are you going to give me the</p> <p>18 same answers you answered in your individual</p> <p>19 capacity?</p> <p>20 A Yes.</p> <p>21 Q So I don't need to go over those again?</p> <p>22 A Yes, sir.</p> <p>23 Q Okay. And the same question. I asked</p> <p>24 you about the current officers, members, managers</p> <p>25 of Next Gen Beverages. Your testimony as the</p>	<p>11</p> <p>1 Q Are they the only one who would have a</p> <p>2 document that breaks down who invested what and</p> <p>3 when in Next Gen?</p> <p>4 A No, they wouldn't have that document.</p> <p>5 Q Who would have that document?</p> <p>6 A Mike Holley. He handles the bank</p> <p>7 accounts and corporate compliance issues.</p> <p>8 Q Do you know whether Mike Holley, in</p> <p>9 fact, has a document of that nature?</p> <p>10 A No.</p> <p>11 Q You're just assuming that, if there was</p> <p>12 one, he would have it?</p> <p>13 A Yeah.</p> <p>14 Q In your capacity as the Next Gen</p> <p>15 corporate representative, did Next Gen Beverages</p> <p>16 receive any assets from Takeover Industries</p> <p>17 Incorporated?</p> <p>18 A No, not that I recall.</p> <p>19 Q Any monetary funds?</p> <p>20 A No.</p> <p>21 Q Any products?</p> <p>22 A No.</p> <p>23 Q Did Next Gen receive from Takeover any</p> <p>24 assignments?</p> <p>25 A Did Next Gen receive -- not that I can</p>
<p>10</p> <p>1 corporate representative -- would that be the same</p> <p>2 as your individual testimony on those issues?</p> <p>3 A Yes.</p> <p>4 Q I don't think I asked you before. I</p> <p>5 think you touched on it, but I didn't specifically</p> <p>6 ask you. Do you or Mr. Holley receive any</p> <p>7 compensation from Next Gen Beverages?</p> <p>8 A No.</p> <p>9 Q And be that payments or shares or</p> <p>10 anything like that?</p> <p>11 A Well, we get -- we got the share</p> <p>12 issuance. I got the shares. I don't know if Mike</p> <p>13 got any.</p> <p>14 Q And those are the shares you described</p> <p>15 in your individual deposition?</p> <p>16 A Yes. Yes.</p> <p>17 Q Any other compensation other than the</p> <p>18 shares you described in your individual deposition?</p> <p>19 A No.</p> <p>20 Q To your knowledge, is there -- I had</p> <p>21 asked you earlier about how Next Gen obtained its</p> <p>22 startup capital. To your knowledge, is there a</p> <p>23 document that -- I can't remember the name of the</p> <p>24 company. The Clear --</p> <p>25 A Clear Trust is the transfer agent.</p>	<p>12</p> <p>1 recall, no.</p> <p>2 Q Did Next Gen receive from Takeover the</p> <p>3 transfer of any contracts?</p> <p>4 A No.</p> <p>5 Q Manny Pacquiao had a contract with</p> <p>6 Takeover; correct?</p> <p>7 A I'm not aware of a contract with</p> <p>8 Takeover. I think he had an agreement with the</p> <p>9 parent company Labor Smart.</p> <p>10 Q And that was to promote Takeover</p> <p>11 products; correct?</p> <p>12 A I know that he was promoting Takeover</p> <p>13 products.</p> <p>14 Q Does Manny Pacquiao have a contract with</p> <p>15 Next Gen?</p> <p>16 A I don't know that he -- I don't know if</p> <p>17 he's got a specific contract.</p> <p>18 Q Who would know the answer to that?</p> <p>19 A Mike Holley.</p> <p>20 Q You've never seen it if there was?</p> <p>21 A I've seen the original agreement. And,</p> <p>22 again, it was with -- it was non-exclusive, and it</p> <p>23 was with Labor Smart.</p> <p>24 Q So you have seen the Pacquiao Labor</p> <p>25 Smart contract; correct?</p>

Conducted on November 21, 2024

<p>13</p> <p>1 A Yeah. A long time ago. Yes.</p> <p>2 Q And your testimony is that it was not</p> <p>3 exclusive?</p> <p>4 A Correct.</p> <p>5 Q Meaning he could promote a rival</p> <p>6 beverage company?</p> <p>7 A Yes.</p> <p>8 Q But you have never seen a Pacquiao Next</p> <p>9 Gen contract; is that correct?</p> <p>10 A I have not. Correct.</p> <p>11 Q Has Next Gen Beverages received any</p> <p>12 trade secrets from Takeover?</p> <p>13 A No.</p> <p>14 Q Has Next Gen Beverages used any product</p> <p>15 formulas from Takeover?</p> <p>16 A No.</p> <p>17 Q Has Next Gen Beverages used any recipes</p> <p>18 from Takeover?</p> <p>19 A When you say recipe, like, there's</p> <p>20 similarities in the hydrogen water that Takeover</p> <p>21 used to have but discontinued that Next Gen now</p> <p>22 sells.</p> <p>23 Q What do you mean by that?</p> <p>24 A That the hydrogen water that Next Gen</p> <p>25 sells is a product that shares a recipe that</p>	<p>15</p> <p>1 is the corporate representative for Next Gen</p> <p>2 Beverages. So in that capacity, before I gave it</p> <p>3 to you a couple minutes ago in the other</p> <p>4 deposition, had you seen this document?</p> <p>5 A Before you handed it to me today?</p> <p>6 Q Yes.</p> <p>7 A No, not that I can recall.</p> <p>8 Q You didn't review it in preparation for</p> <p>9 today's deposition?</p> <p>10 A Not this specific document.</p> <p>11 Q How -- well, I know this is a shortened</p> <p>12 version of much bigger bank statements. Did you</p> <p>13 review all the bank statements?</p> <p>14 A I did not.</p> <p>15 Q Okay. The first entry -- you probably</p> <p>16 know where I'm going here.</p> <p>17 A Yes.</p> <p>18 Q Page 1, DEF269, 6/29/23. There's a</p> <p>19 \$15,000 payment for Next Gen. As the corporate</p> <p>20 representative for Next Gen, why did Next Gen make</p> <p>21 that payment?</p> <p>22 A My -- this was going from Next Gen to</p> <p>23 Takeover?</p> <p>24 Q That's how I read it.</p> <p>25 A Okay. Then most likely the sister</p>
<p>14</p> <p>1 Takeover used to have before they discontinued the</p> <p>2 product and sued the manufacturer. That would be a</p> <p>3 shared recipe if you will.</p> <p>4 Q Are there any others --</p> <p>5 A No.</p> <p>6 Q -- other than what you just described?</p> <p>7 A No.</p> <p>8 Q When Takeover was using that recipe, did</p> <p>9 it do anything to protect it?</p> <p>10 A No.</p> <p>11 Q Why not?</p> <p>12 A I think there was no desire for Takeover</p> <p>13 to continue to sell that product. They were laser</p> <p>14 focused on their energy shots. That's why they</p> <p>15 discontinued the product and said they would never</p> <p>16 sell it again.</p> <p>17 MR. HARVEY: I'm going to hand you what</p> <p>18 we had marked Exhibit -- as Exhibit A at the</p> <p>19 Takeover corporate representative deposition.</p> <p>20 That's the bank statement.</p> <p>21 (Exhibit A, previously marked, was</p> <p>22 identified.)</p> <p>23 THE WITNESS: Okay.</p> <p>24 Q And I know we just looked at it, but now</p> <p>25 you're sitting here wearing a different hat, which</p>	<p>16</p> <p>1 subsidiary of Next Gen needed funds. There were</p> <p>2 none available in the Takeover account. So this is</p> <p>3 our operating account, representing the parent</p> <p>4 company. So it met an obligation so that it would</p> <p>5 not tarnish or inhibit the parent company from</p> <p>6 meeting its obligations with its owners or</p> <p>7 creditors.</p> <p>8 Q As of 6/29/23, you were Takeover's CEO;</p> <p>9 correct?</p> <p>10 A Yes.</p> <p>11 Q And you said you were a member/manager</p> <p>12 of Next Gen as of this timeframe too; correct?</p> <p>13 A Yes.</p> <p>14 Q So you authorized this transaction on</p> <p>15 behalf of Next Gen and authorized the acceptance of</p> <p>16 it from Takeover; is that correct?</p> <p>17 A I don't manage the day-to-day</p> <p>18 operations, Mr. Harvey.</p> <p>19 Q Who would have authorized this from Next</p> <p>20 Gen?</p> <p>21 A Mike Holley would have the authority to</p> <p>22 make these decisions.</p> <p>23 Q Who would have had the authority to</p> <p>24 accept it from Takeover?</p> <p>25 A Mike Holley.</p>

Conducted on November 21, 2024

<p>17</p> <p>1 Q So Mr. Holley was on both sides of this</p> <p>2 transaction; correct?</p> <p>3 A As well. Yes.</p> <p>4 Q You don't know, as the corporate</p> <p>5 representative for Next Gen specifically, what this</p> <p>6 money was for, though; correct?</p> <p>7 A Not specifically.</p> <p>8 Q As of this time, June 2023, you did know</p> <p>9 that Takeover owed Mr. Deppoleto money; correct?</p> <p>10 A Yes. Well, I take that back. I know</p> <p>11 that Mr. Deppoleto put money into Takeover. The</p> <p>12 validity of the debt is still being argued in</p> <p>13 court.</p> <p>14 Q Flipping to the next page, DEF278,</p> <p>15 second page.</p> <p>16 A I'm ahead of you.</p> <p>17 Q Go forward. Withdrawal, July 7, 2023.</p> <p>18 Takeover is paying Next Gen \$10,000; correct?</p> <p>19 A Correct.</p> <p>20 Q Do you remember, as the corporate</p> <p>21 representative for Next Gen, the specific reason</p> <p>22 Takeover transferred that money to Next Gen?</p> <p>23 A It appears that it's to pay back the</p> <p>24 loan that Next Gen gave Takeover.</p> <p>25 Q Do you, as you sit here, specifically</p>	<p>19</p> <p>1 Q Well --</p> <p>2 A I mean, there was money. There was</p> <p>3 money. We -- I've spoken to Mike about this.</p> <p>4 Money went and money came back. I believe, with</p> <p>5 relative certainty, that that was money in to take</p> <p>6 care of an obligation and then money back once</p> <p>7 Takeover had the money.</p> <p>8 Q Let me try and break it down this way:</p> <p>9 Did you drive here today?</p> <p>10 A I did.</p> <p>11 Q You believe your car is still where you</p> <p>12 parked it?</p> <p>13 A I hope so. It's my wife's car.</p> <p>14 Q That's what I'm getting at. You don't</p> <p>15 know, as you sit here at this moment, that it's</p> <p>16 there; correct?</p> <p>17 A Correct.</p> <p>18 Q So you understand the distinction I'm</p> <p>19 drawing between believing and knowing?</p> <p>20 A Yeah.</p> <p>21 Q Okay. So my question is you don't know,</p> <p>22 as you sit here today, specifically why Takeover</p> <p>23 was sending money on July 14 to Next Gen; correct?</p> <p>24 MR. BENNION: I state an objection to</p> <p>25 the extent that he -- it's already been asked and</p>
<p>18</p> <p>1 remember the specific reason?</p> <p>2 A I do not.</p> <p>3 Q Okay. And there's another \$5,000</p> <p>4 transfer on July 14; correct --</p> <p>5 A Yes.</p> <p>6 Q -- from Takeover to Next General?</p> <p>7 A Mm-hmm.</p> <p>8 Q And do you remember the specific reason</p> <p>9 why Takeover was transferring money to Next Gen on</p> <p>10 7/14/23?</p> <p>11 A I believe it was to pay back the loan</p> <p>12 that Next Gen gave it.</p> <p>13 Q You believe that, but you don't remember</p> <p>14 the specific reason; correct?</p> <p>15 A The specific reason why Takeover needed</p> <p>16 the money, I do not. No.</p> <p>17 Q No. The specific reason why Takeover</p> <p>18 was paying Next Gen on July 14, 2023.</p> <p>19 A No. I believe the specific reason was</p> <p>20 to pay back the money that Next Gen gave it.</p> <p>21 Q But you keep qualifying by saying you</p> <p>22 believe. I'm saying do you know the specific</p> <p>23 reason why Takeover sent \$5,000 on July 14, 2023?</p> <p>24 A I don't differentiate between I believe</p> <p>25 and I know it. However, I'm not a lawyer. So --</p>	<p>20</p> <p>1 answered.</p> <p>2 Go ahead.</p> <p>3 A I know it was to pay back that money.</p> <p>4 Q How do you know that?</p> <p>5 A Because I've spoken to Mike about it,</p> <p>6 and I made it very clear. If you loan money to</p> <p>7 Takeover, make sure you get it back when Takeover</p> <p>8 has the ability.</p> <p>9 Q When was this conversation you're</p> <p>10 referring to?</p> <p>11 A General conversations over the last</p> <p>12 year.</p> <p>13 Q Well, so that's adding even another --</p> <p>14 you're believing that Mr. Holley followed through</p> <p>15 with your orders, but you don't know that?</p> <p>16 A Correct.</p> <p>17 Q Okay.</p> <p>18 A I'll meet you there.</p> <p>19 Q So, again, you don't know specifically</p> <p>20 why Takeover was transferring money to Next Gen</p> <p>21 Beverages in July 2023; true?</p> <p>22 MR. BENNION: Same objection.</p> <p>23 A True. I mean --</p> <p>24 Q Okay. Then if we go to DEF300, which is</p> <p>25 the next page, we have another instance of Takeover</p>


Conducted on November 21, 2024

<p>21</p> <p>1 transferring money to Next Gen Beverages on 2 9/21/2023 in the amount of \$10,000; correct? 3 A Correct. 4 Q As the corporate representative of Next 5 Gen, you don't know why Takeover was transferring 6 that money to Next Gen; correct? 7 A The -- are you referring to the 8 transaction on 9/18/23? 9 Q No. 9/21/23 -- 10 A Oh, okay. 11 Q -- under the withdrawals and other 12 debits. 13 A Oh, I believe that's to pay back the 14 deposit it got on 9/18. 15 Q Again, slightly different than my 16 question. You don't know specifically why Takeover 17 transferred \$10,000 to Next Gen on September 21, 18 2023; correct? 19 A I -- you're tripping me up, Mr. Harvey. 20 I know that was to pay back the \$10,000 deposit. I 21 know it. 22 Q How do you know that? 23 A Because I instructed Mr. Holley, who 24 controls the bank account, to execute transactions 25 in that way. And I believe, based on these -- on </p>	<p>23</p> <p>1 advertise NXTLVL products on LOCK'D IN's website? 2 A Okay. Ask the question again, 3 Mr. Harvey. 4 Q Sure. Did Next Gen/LOCK'D IN advertise 5 NXTLVL products for sale on LOCK'D IN's website? 6 A Yes. 7 Q For how long did that occur? 8 A One or two days. 9 Q All right. And was the only reason that 10 they were removed because you received a cease and 11 desist letter? 12 A And -- yes. That was part of it. 13 Q Had you not received the cease and 14 desist letter, would Next Gen/LOCK'D IN have 15 continued to advertise the products -- the NXTLVL 16 products on the LOCK'D IN website? 17 A Knowing that the money would go into 18 Takeover to fund its needs, yes, it would have 19 continued. 20 Q And we looked at the exhibit earlier. 21 We can pull it out. They were being advertised at 22 50 percent off retail price; correct? 23 A It showed that right over where it said 24 Takeover Industries. Yes. 25 Q Okay. Has Next Gen ever solicited any </p>
<p>22</p> <p>1 these bank statements, that that is, in fact, what 2 happened. 3 Q Again -- so I'm trying to get you out of 4 here as quickly as possible. We just had this same 5 discussion -- 6 A I know. 7 Q -- with the July payment. You assume 8 that Mr. Holley followed your order, but you don't 9 actually know that; correct? 10 A Correct. I can't see another 11 explanation. 12 Q Okay. But you don't know specifically 13 why Takeover transferred that money to Next Gen 14 Beverages on September 1, 2023; correct? 15 MR. BENNION: Objection. Asked and 16 answered. 17 A In that narrow path you're giving me, 18 then the answer is, correct, I don't know. 19 Q Okay. And I know I asked you these 20 questions in your individual deposition, but now, 21 again, you're the corporate representative for Next 22 Gen; so I want to make sure. Did Next Gen/LOCK'D 23 IN sell NXTLVL products on LOCK'D IN's website? 24 A I don't believe it made any sales. 25 Q Did it -- did Next Gen/LOCK'D IN </p>	<p>24</p> <p>1 investments from Mr. Deppoleto? 2 A I have not personally. 3 Q To your knowledge, has anyone from Next 4 Gen? 5 A I don't think so. It's possible. Him 6 and Luis have a very good friendship. It's 7 possible he said, you know, if you want to come in, 8 you're welcome to after he received his payment 9 from the private placement he did. 10 Q And does Luis have a formal role of any 11 sort with Next Gen? 12 A He's a director of Labor Smart. 13 Q But with Next Gen, not -- no parent 14 company? 15 A Correct. No. 16 Q So to the -- if I'm understanding you, 17 to the extent that Luis solicited money for Next 18 Gen from Mr. Deppoleto, he was doing it in his 19 capacity as an affiliate of Labor Smart; is that -- 20 A No. I think -- I think it would be a 21 stretch to even think that Luis would have asked 22 Mr. Deppoleto for an investment. I don't believe 23 he did. You asked is it possible. The only way it 24 was possible is perhaps they did, but I have no 25 knowledge of that. </p>

Conducted on November 21, 2024

<p>25</p> <p>1 Q And I thought I -- what I'd actually</p> <p>2 asked you before -- I'll try it again. To your</p> <p>3 knowledge, has anyone with a direct affiliation</p> <p>4 with Next Gen -- have they ever solicited any</p> <p>5 investments from Mr. Deppoleto?</p> <p>6 A No. The answer is no.</p> <p>7 Q Has Mr. Deppoleto provided any funds to</p> <p>8 Next Gen Beverages?</p> <p>9 A No.</p> <p>10 Q As of the date -- and I know you're a</p> <p>11 little fuzzy on it -- Next Gen's formation -- as of</p> <p>12 the date that it was formed, May-June 2023,</p> <p>13 somewhere in that time frame. Does that sound</p> <p>14 about right?</p> <p>15 A Yeah.</p> <p>16 Q Okay. Just to -- I'm not holding you to</p> <p>17 it, but let's just say it was June 1, 2023.</p> <p>18 A Okay.</p> <p>19 Q As of June 1, 2023, who were the</p> <p>20 members, managers, or board of directors of Next</p> <p>21 Gen Beverages?</p> <p>22 A Mike and I, members-managers. No board.</p> <p>23 Q Okay. And at that time, were you</p> <p>24 receiving any compensation of any sort from</p> <p>25 Takeover?</p>	<p>27</p> <p>1 correct?</p> <p>2 A Yes.</p> <p>3 Q So you two have been serving both</p> <p>4 companies concurrently; correct?</p> <p>5 A Correct.</p> <p>6 Q Does Mr. McBride have anything to do</p> <p>7 with Next Gen?</p> <p>8 A No.</p> <p>9 Q And you said Mr. Pavlik works on behalf</p> <p>10 of Next Gen but may not have an official role with</p> <p>11 Next Gen; is that right?</p> <p>12 A I would say he works with us unpaid.</p> <p>13 Q And when did he start doing that?</p> <p>14 A Since the formation.</p> <p>15 Q And you say unpaid. Did he receive any</p> <p>16 shares?</p> <p>17 A Not specifically, no, not for his work.</p> <p>18 Q Why do you say not specifically?</p> <p>19 A Because I think he received some shares</p> <p>20 for his formulations early on but not for his</p> <p>21 weekly contributions to the company's benefit.</p> <p>22 Q What does -- I get putting together the</p> <p>23 original formulation. Once the formulation is set,</p> <p>24 it's set; correct?</p> <p>25 A Mm-hmm. Mm-hmm. Yeah.</p>
<p>26</p> <p>1 A No.</p> <p>2 Q Was Mr. Holley at that time receiving</p> <p>3 any compensation of any sort from Takeover?</p> <p>4 A No, not to my knowledge.</p> <p>5 Q Were you receiving any compensation of</p> <p>6 any kind from Next Gen at that time?</p> <p>7 A No.</p> <p>8 Q Was Mr. Holley receiving -- well, I keep</p> <p>9 saying compensation, but I mean shares or anything.</p> <p>10 A Nothing at that time. I mean, no. We</p> <p>11 were just all scrambling.</p> <p>12 Q Okay. Was Mr. Holley receiving</p> <p>13 compensation of any kind?</p> <p>14 A Not to my knowledge.</p> <p>15 Q And I think you answered this before. I</p> <p>16 just want to make sure. Has -- have -- you and</p> <p>17 Mr. Holley have been the only members and managers</p> <p>18 of Next Gen since its formation; is that correct?</p> <p>19 A Correct.</p> <p>20 Q No one else has ever been a member or a</p> <p>21 manager of Next Gen?</p> <p>22 A On a corporate official status, yes.</p> <p>23 Mike Araghi is now the president. Yeah.</p> <p>24 Q Okay. And you said both you and</p> <p>25 Mr. Holley are still directors of Takeover;</p>	<p>28</p> <p>1 Q So what does he do on a day-to-day basis</p> <p>2 still?</p> <p>3 A Well, we're going to be forming a new</p> <p>4 company, and he'll be doing formulations for that.</p> <p>5 And then he'll also be doing media to promote those</p> <p>6 products and help sell them through direct to</p> <p>7 consumer.</p> <p>8 Q Okay. Other than the transfers from</p> <p>9 Next Gen to Takeover that we went over in Exhibit A</p> <p>10 --</p> <p>11 A Yes.</p> <p>12 Q -- are you aware of any other instances</p> <p>13 of Next Gen transferring funds or anything else of</p> <p>14 value to Takeover?</p> <p>15 A I am not.</p> <p>16 Q Did you review any documents to prepare</p> <p>17 for today to answer that question?</p> <p>18 A I don't believe any documents exist; so</p> <p>19 I wouldn't know where to look.</p> <p>20 Q For example, the Next Gen Wells Fargo</p> <p>21 bank account statements. Did you review those?</p> <p>22 A I did not.</p> <p>23 Q When did Next Gen Beverages begin</p> <p>24 earning revenue?</p> <p>25 A I would say third quarter '23.</p>

Conducted on November 21, 2024

<p>29</p> <p>1 Q Approximately how much did it earn in</p> <p>2 Q3?</p> <p>3 A It was doing \$10,000 a month in gross</p> <p>4 revenue -- losing money, net revenue.</p> <p>5 Q How about Q4 2023?</p> <p>6 A Same.</p> <p>7 Q How about Q1 2024?</p> <p>8 A Same.</p> <p>9 Q Q2 2024?</p> <p>10 A Sales increased with us becoming pink</p> <p>11 current for the public company. So people got</p> <p>12 excited and started looking at us as a viable</p> <p>13 company as opposed to a -- the reputation was so</p> <p>14 tarnished from Takeover and Jason and that whole</p> <p>15 scene that nobody was even believing that we were a</p> <p>16 real company trying to restore the public company.</p> <p>17 So once that happened in April of 2024, sales</p> <p>18 picked up substantially.</p> <p>19 Q How much?</p> <p>20 A I think we did 80 or 90 in April and 60</p> <p>21 in May and probably 50 in June. And then now sales</p> <p>22 are probably 40ish, average, a thousand a month.</p> <p>23 Q Has Next Gen Beverages transferred any</p> <p>24 of that revenue to any other entity?</p> <p>25 A The only thing I can think of is if it</p>	<p>31</p> <p>1 Beverages corporate representative deposition.</p> <p>2 We're going off the record at 3:43 p.m.</p> <p>3 (Off the record at 3:43 p.m.)</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p>30</p> <p>1 gave Takeover money for something it needed, but I</p> <p>2 do not know that to be a fact.</p> <p>3 Q You don't remember a specific instance</p> <p>4 of that happening?</p> <p>5 A No, I do not.</p> <p>6 Q Did Next Gen transfer any of that</p> <p>7 revenue to Next Gen Holdings?</p> <p>8 A No.</p> <p>9 Q Did it transfer any of that revenue to</p> <p>10 Labor Smart?</p> <p>11 A No.</p> <p>12 Q Did it transfer any of that revenue to</p> <p>13 Illumination Holdings?</p> <p>14 A No.</p> <p>15 MR. HARVEY: All right. Unless your</p> <p>16 counsel has questions for you, I don't believe I</p> <p>17 have any others.</p> <p>18 MR. BENNION: No questions.</p> <p>19 THE VIDEOGRAPHER: Before we go off the</p> <p>20 record, Mr. Bennion, would you like a copy of the</p> <p>21 video from today's deposition?</p> <p>22 MR. BENNION: No. Thank you. Just a</p> <p>23 copy of the deposition transcript.</p> <p>24 THE VIDEOGRAPHER: Okay. This marks the</p> <p>25 end of Tom Zarro's portion of the Next Gen</p>	<p>32</p> <p>1 CERTIFICATE OF COURT REPORTER - NOTARY PUBLIC</p> <p>2 I, Mylene Santiano, the officer before</p> <p>3 whom the foregoing proceedings were taken, do</p> <p>4 hereby certify that any witness(es) in the</p> <p>5 foregoing proceedings were fully sworn; that the</p> <p>6 proceedings were recorded by me and thereafter</p> <p>7 reduced to typewriting by a qualified</p> <p>8 transcriptionist; that said digital audio recording</p> <p>9 of said proceedings are a true and accurate record</p> <p>10 to the best of my knowledge, skills, and ability;</p> <p>11 and that I am neither counsel for, related to, nor</p> <p>12 employed by any of the parties to this case and</p> <p>13 have no interest, financial or otherwise, in its</p> <p>14 outcome.</p> <p>15</p> <p>16</p> <p>17</p> <p>18 </p> <p>19 _____</p> <p>20 MYLENE SANTIANO,</p> <p>21 NOTARY PUBLIC FOR THE STATE OF NEVADA</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

Conducted on November 21, 2024

33

CERTIFICATE OF TRANSCRIBER

I, Jennifer Candela-Alvarez, do
hereby certify that this transcript was prepared
from the digital audio recording of the foregoing
proceeding; that said transcript is a true and
accurate record of the proceedings to the best of
my knowledge, skills, and ability; and that I am
neither counsel for, related to, nor employed by
any of the parties to the case and have no
interest, financial or otherwise, in its outcome.



JENNIFER CANDELA-ALVAREZ

DECEMBER 9, 2024

A			
ability	agent	26:3, 26:5,	authority
20:8, 32:10,	10:25	26:6, 26:13,	16:21, 16:23
33:7	ago	27:15, 28:12,	authorized
about	13:1, 15:3	28:16, 28:18,	16:14, 16:15,
7:8, 7:22, 9:3,	agreement	29:23, 29:24,	16:19
9:14, 9:24,	2:11, 12:8,	30:6, 30:9,	available
10:21, 19:3,	12:21	30:12, 30:17,	16:2
20:5, 25:14,	ahead	32:4, 32:12,	average
29:5, 29:7	17:16, 20:2	33:9	29:22
accept	al	anyone	aware
16:24	1:9, 3:10, 5:7	7:19, 8:16,	12:7, 28:12
acceptance	all	24:3, 25:3	
16:15	8:24, 15:13,	anything	B
account	23:9, 26:11,	6:23, 7:7, 9:1,	back
16:2, 16:3,	30:15	10:10, 14:9,	17:10, 17:23,
21:24, 28:21	already	26:9, 27:6,	18:11, 18:20,
accounts	6:5, 9:15,	28:13	19:4, 19:6,
11:7	19:25	appears	20:3, 20:7,
accurate	also	17:23	21:13, 21:20
32:9, 33:6	3:18, 28:5	approximately	bank
action	amount	29:1	11:6, 14:20,
1:7	21:2	april	15:12, 15:13,
actually	amounts	29:17, 29:20	21:24, 22:1,
22:9, 25:1	9:11	araghi	28:21
adding	another	26:23	based
20:13	18:3, 20:13,	argued	21:25
advertise	20:25, 22:10	17:12	basis
23:1, 23:4,	answer	asked	28:1
23:15	12:18, 22:18,	9:23, 10:4,	because
advertised	25:6, 28:17	10:21, 19:25,	20:5, 21:23,
23:21	answered	22:15, 22:19,	23:10, 27:19
affiliate	9:15, 9:18,	24:21, 24:23,	becoming
24:19	20:1, 22:16,	25:2	29:10
affiliated	26:15	assets	been
7:19	answers	11:16	19:25, 26:17,
affiliation	9:18	assignments	26:20, 27:3
25:3	any	11:24	before
after	7:15, 8:22,	assist	2:11, 6:10,
24:8	9:3, 9:6, 9:11,	9:7	10:4, 14:1,
again	10:6, 10:13,	assume	15:2, 15:5,
6:3, 7:5, 8:6,	10:17, 11:16,	22:7	25:2, 26:15,
9:17, 9:21,	11:19, 11:21,	assuming	30:19, 32:2
12:22, 14:16,	11:23, 12:3,	11:11	begin
20:19, 21:15,	13:11, 13:14,	attached	28:23
22:3, 22:21,	13:17, 14:4,	4:5	begins
23:2, 25:2	22:24, 23:25,	attorney	5:2
	24:10, 25:4,	7:3, 7:11	behalf
	25:7, 25:24,	audio	3:2, 3:9, 6:15,
		32:8, 33:4	

6:25, 7:9, 9:8, 16:15, 27:9 being 17:12, 23:21 believe 18:11, 18:13, 18:19, 18:22, 18:24, 19:4, 19:11, 21:13, 21:25, 22:24, 24:22, 28:18, 30:16 believing 19:19, 20:14, 29:15 benefit 27:21 bennion 3:11, 3:12, 5:20, 19:24, 20:22, 22:15, 30:18, 30:20, 30:22 best 32:10, 33:6 between 18:24, 19:19 beverage 13:6 beverage's 9:10 beverages 1:13, 5:4, 6:15, 6:25, 7:20, 8:2, 9:25, 10:7, 11:15, 13:11, 13:14, 13:17, 15:2, 20:21, 21:1, 22:14, 25:8, 25:21, 28:23, 29:23, 31:1 bigger 15:12 board 25:20, 25:22 both 17:1, 26:24,	27:3 break 19:8 breaks 11:2 broadway 3:4 <hr/> C <hr/> call 8:5, 8:7, 8:8, 8:11 came 19:4 can't 8:25, 10:23, 22:10 candela-alvarez 1:25, 33:2, 33:14 capacity 9:19, 11:14, 15:2, 24:19 capital 10:22 car 19:11, 19:13 care 19:6 case 5:9, 7:2, 7:10, 32:12, 33:9 cease 23:10, 23:13 center 2:4, 5:14 ceo 16:8 certainty 19:5 certificate 32:1, 33:1 certify 32:4, 33:3 circle 2:4, 5:14 civil 1:7	clear 10:24, 10:25, 20:6 come 24:7 companies 27:4 company 10:24, 12:9, 13:6, 16:4, 16:5, 24:14, 28:4, 29:11, 29:13, 29:16 company's 27:21 compensation 10:7, 10:17, 25:24, 26:3, 26:5, 26:9, 26:13 compliance 11:7 concurrently 27:4 consumer 28:7 continue 14:13 continued 23:15, 23:19 contract 12:5, 12:7, 12:14, 12:17, 12:25, 13:9 contracts 12:3 contributions 27:21 controls 21:24 conversation 7:13, 20:9 conversations 20:11 copy 30:20, 30:23 corporate 1:12, 5:4, 6:6,	6:14, 6:24, 10:1, 11:7, 11:15, 14:19, 15:1, 15:19, 17:4, 17:20, 21:4, 22:21, 26:22, 31:1 correct 6:16, 6:17, 6:21, 6:22, 8:20, 12:6, 12:11, 12:25, 13:4, 13:9, 13:10, 16:9, 16:12, 16:16, 17:2, 17:6, 17:9, 17:18, 17:19, 18:4, 18:14, 19:16, 19:17, 19:23, 20:16, 21:2, 21:3, 21:6, 21:18, 22:9, 22:10, 22:14, 22:18, 23:22, 24:15, 26:18, 26:19, 27:1, 27:4, 27:5, 27:24 could 13:5 counsel 5:16, 6:1, 8:1, 9:3, 30:16, 32:11, 33:8 couple 15:3 court 1:1, 5:8, 5:22, 17:13, 32:1 creditors 16:7 current 9:24, 29:11 <hr/> D <hr/> date 5:10, 25:10,
--	---	---	--

25:12 day-to-day 16:17, 28:1 days 23:8 debits 21:12 debt 17:12 december 33:15 decisions 16:22 def 15:18, 17:14, 20:24 defendant 1:10, 3:9 defendants 5:7, 5:21 depos 5:13, 5:24 deposit 21:14, 21:20 deposition 1:12, 2:1, 4:6, 5:3, 5:5, 5:13, 6:7, 7:4, 7:17, 9:4, 9:16, 10:15, 10:18, 14:19, 15:4, 15:9, 22:20, 30:21, 30:23, 31:1 deppoleto 1:5, 3:2, 5:6, 9:11, 9:12, 17:9, 17:11, 24:1, 24:18, 24:22, 25:5, 25:7 described 10:14, 10:18, 14:6 desire 14:12 desist 23:11, 23:14	different 14:25, 21:15 differentiate 18:24 digital 32:8, 33:4 direct 25:3, 28:6 director 24:12 directors 25:20, 26:25 discontinued 13:21, 14:1, 14:15 discussion 22:5 discussions 9:3 distinction 19:18 district 1:1, 1:3, 5:8 document 10:23, 11:2, 11:4, 11:5, 11:9, 15:4, 15:10 documents 7:16, 8:22, 8:24, 28:16, 28:18 doing 24:18, 27:13, 28:4, 28:5, 29:3 don 3:11, 3:12, 5:20 down 11:2, 19:8 drawing 19:19 drive 3:13, 19:9	early 27:20 earn 29:1 earning 28:24 educate 7:21 else 8:16, 26:20, 28:13 employed 32:12, 33:8 end 30:25 energy 14:14 entity 29:24 entry 15:15 esquire 3:3, 3:11 esteban 3:19, 5:12 et 1:9, 3:10, 5:7 even 20:13, 24:21, 29:15 ever 23:25, 25:4, 26:20 examination 4:2, 6:1 example 28:20 excited 29:12 exclusive 13:3 execute 21:24 exhibit 4:6, 4:7, 6:6, 6:9, 14:18, 14:21, 23:20, 28:9	exist 28:18 explanation 22:11 extent 19:25, 24:17
	E		F
	earlier 10:21, 23:20		fact 11:9, 22:1, 30:2 fargo 28:20 feel 7:25 files 7:2, 7:10 financial 32:13, 33:10 first 9:9, 9:16, 15:15 five 6:20 flipping 17:14 focus 7:5 focused 14:14 followed 20:14, 22:8 foregoing 32:3, 32:5, 33:4 formal 24:10 formation 25:11, 26:18, 27:14 formed 25:12 forming 28:3 formulas 13:15 formulation 27:23

formulations 27:20, 28:4 forward 17:17 four 7:8 frame 25:13 friendship 24:6 fully 32:5 fund 23:18 funds 9:11, 11:19, 16:1, 25:7, 28:13 fuzzy 25:11	18:9, 18:12, 18:18, 18:20, 19:23, 20:20, 21:1, 21:5, 21:6, 21:17, 22:13, 22:22, 22:25, 23:4, 23:14, 23:25, 24:4, 24:11, 24:13, 24:18, 25:4, 25:8, 25:21, 26:6, 26:18, 26:21, 27:7, 27:10, 27:11, 28:9, 28:13, 28:20, 28:23, 29:23, 30:6, 30:7, 30:25 gen's 25:11 general 7:13, 7:14, 18:6, 20:11 getting 19:14 give 9:17 giving 22:17 go 9:21, 17:17, 20:2, 20:24, 23:17, 30:19 going 6:19, 7:22, 9:17, 14:17, 15:16, 15:22, 28:3, 31:2 good 24:6 gross 29:3	handles 11:6 handwritten 9:6 happened 22:2, 29:17 happening 30:4 harvey 3:3, 4:3, 5:18, 6:2, 6:4, 14:17, 16:18, 21:19, 23:3, 30:15 hat 14:25 he'll 28:4, 28:5 held 2:1 help 7:21, 28:6 here 5:2, 14:25, 15:16, 17:25, 19:9, 19:15, 19:22, 22:4 hereby 32:4, 33:3 holding 25:16 holdings 30:7, 30:13 holley 10:6, 11:6, 11:8, 12:19, 16:21, 16:25, 17:1, 20:14, 21:23, 22:8, 26:2, 26:8, 26:12, 26:17, 26:25 hope 19:13 horta 3:19, 5:12 hour 8:5, 8:9, 8:12 hours 8:11	however 18:25 hydrogen 13:20, 13:24
G		I	
gave 15:2, 17:24, 18:12, 18:20, 30:1 gen 1:13, 4:7, 5:4, 6:6, 6:15, 6:25, 7:6, 7:9, 7:12, 7:15, 7:20, 8:2, 8:6, 8:23, 9:8, 9:10, 9:12, 9:14, 9:25, 10:7, 10:21, 11:3, 11:14, 11:15, 11:23, 11:25, 12:2, 12:15, 13:9, 13:11, 13:14, 13:17, 13:21, 13:24, 15:1, 15:19, 15:20, 15:22, 16:1, 16:12, 16:15, 16:20, 17:5, 17:18, 17:21, 17:22, 17:24,	gen's 25:11 general 7:13, 7:14, 18:6, 20:11 getting 19:14 give 9:17 giving 22:17 go 9:21, 17:17, 20:2, 20:24, 23:17, 30:19 going 6:19, 7:22, 9:17, 14:17, 15:16, 15:22, 28:3, 31:2 good 24:6 gross 29:3	handles 11:6 handwritten 9:6 happened 22:2, 29:17 happening 30:4 harvey 3:3, 4:3, 5:18, 6:2, 6:4, 14:17, 16:18, 21:19, 23:3, 30:15 hat 14:25 he'll 28:4, 28:5 held 2:1 help 7:21, 28:6 here 5:2, 14:25, 15:16, 17:25, 19:9, 19:15, 19:22, 22:4 hereby 32:4, 33:3 holding 25:16 holdings 30:7, 30:13 holley 10:6, 11:6, 11:8, 12:19, 16:21, 16:25, 17:1, 20:14, 21:23, 22:8, 26:2, 26:8, 26:12, 26:17, 26:25 hope 19:13 horta 3:19, 5:12 hour 8:5, 8:9, 8:12 hours 8:11	identification 6:9 identified 14:22 identify 5:16 illumination 30:13 in's 22:23, 23:1, 23:5 including 9:11 incorporated 1:8, 3:10, 5:7, 11:17 increased 29:10 individual 9:18, 10:2, 10:15, 10:18, 22:20 industries 1:8, 3:9, 5:6, 11:16, 23:24 information 7:20 inhibit 16:5 instance 20:25, 30:3 instances 28:12 instructed 21:23 interest 32:13, 33:10 internal 7:3 invested 11:2 investment 24:22

investments 24:1, 25:5 involved 8:16 ish 29:22 issuance 10:12 issues 10:2, 11:7 <hr/> J <hr/> james 1:5, 3:2, 5:6 jason 29:14 jennifer 1:25, 33:2, 33:14 job 1:23 jr 3:11 july 17:17, 18:4, 18:18, 18:23, 19:23, 20:21, 22:7 june 17:8, 25:17, 25:19, 29:21 <hr/> K <hr/> keep 18:21, 26:8 kind 26:6, 26:13 know 10:12, 11:8, 12:12, 12:16, 12:18, 14:24, 15:11, 15:16, 17:4, 17:8, 17:10, 18:22, 18:25, 19:15, 19:21, 20:3, 20:4, 20:15, 20:19, 21:5,	21:16, 21:20, 21:21, 21:22, 22:6, 22:9, 22:12, 22:18, 22:19, 24:7, 25:10, 28:19, 30:2 knowing 19:19, 23:17 knowledge 10:20, 10:22, 24:3, 24:25, 25:3, 26:4, 26:14, 32:10, 33:7 <hr/> L <hr/> labor 12:9, 12:23, 12:24, 24:12, 24:19, 30:10 larsen 2:3 las 1:14, 2:6, 3:15, 5:15 laser 7:5, 14:13 last 8:14, 8:15, 9:13, 20:11 law 3:12 lawyer 18:25 least 6:16 let's 25:17 letter 23:11, 23:14 likely 15:25 list 6:8, 6:20, 7:22 little 25:11 llc 6:15	loan 17:24, 18:11, 20:6 lock'd 22:22, 22:23, 22:25, 23:1, 23:4, 23:5, 23:14, 23:16 long 8:4, 8:8, 13:1, 23:7 look 28:19 looked 14:24, 23:20 looking 29:12 losing 29:4 luis 24:6, 24:10, 24:17, 24:21 <hr/> M <hr/> made 20:6, 22:24 make 9:6, 15:20, 16:22, 20:7, 22:22, 26:16 manage 16:17 manager 16:11, 26:21 managers 9:24, 25:20, 26:17 manny 12:5, 12:14 manufacturer 14:2 marked 6:5, 6:9, 14:18, 14:21 marks 30:24 matter 5:5	may-june 25:12 mcbride 27:6 mean 13:23, 19:2, 20:23, 26:9, 26:10 meaning 13:5 media 5:2, 28:5 meet 8:1, 20:18 meeting 8:17, 8:22, 9:2, 16:6 member 16:11, 26:20 members 7:4, 9:24, 25:20, 26:17 members-managers 25:22 mentioned 7:4 met 16:4 mike 10:12, 11:6, 11:8, 12:19, 16:21, 16:25, 19:3, 20:5, 25:22, 26:23 milwaukee 3:6 minutes 8:10, 8:12, 15:3 mm-hmm 18:7, 27:25 moment 19:15 monetary 11:19 money 17:6, 17:9, 17:11, 17:22,
--	--	--	---

18:9, 18:16, 18:20, 19:2, 19:3, 19:4, 19:5, 19:6, 19:7, 19:23, 20:3, 20:6, 20:20, 21:1, 21:6, 22:13, 23:17, 24:17, 29:4, 30:1 monitor 5:11 month 29:3, 29:22 most 15:25 much 15:12, 29:1, 29:19 multiple 8:5, 8:14 mylene 2:12, 5:23, 32:2, 32:20	2:13, 3:15, 5:8, 5:15, 32:21 never 12:20, 13:8, 14:15 new 28:3 next 1:13, 4:7, 5:4, 6:6, 6:15, 6:25, 7:6, 7:9, 7:12, 7:15, 7:19, 8:2, 8:6, 8:23, 9:8, 9:10, 9:12, 9:14, 9:25, 10:7, 10:21, 11:3, 11:14, 11:15, 11:23, 11:25, 12:2, 12:15, 13:8, 13:11, 13:14, 13:17, 13:21, 13:24, 15:1, 15:19, 15:20, 15:22, 16:1, 16:12, 16:15, 16:19, 17:5, 17:14, 17:18, 17:21, 17:22, 17:24, 18:6, 18:9, 18:12, 18:18, 18:20, 19:23, 20:20, 20:25, 21:1, 21:4, 21:6, 21:17, 22:13, 22:21, 22:22, 22:25, 23:4, 23:14, 23:25, 24:3, 24:11, 24:13, 24:17, 25:4, 25:8, 25:11, 25:20, 26:6, 26:18, 26:21, 27:7, 27:10, 27:11, 28:9, 28:13, 28:20, 28:23,	29:23, 30:6, 30:7, 30:25 night 8:15 nobody 29:15 non-exclusive 12:22 none 16:2 north 3:4 notary 2:12, 32:1, 32:21 notes 9:7 nothing 7:12, 26:10 november 1:15, 5:10 nv 2:6 nxtlvl 22:23, 23:1, 23:5, 23:15	officers 9:24 offices 2:1 official 26:22, 27:10 oh 8:9, 21:10, 21:13 okay 6:12, 6:23, 7:15, 9:23, 14:23, 15:15, 15:25, 18:3, 19:21, 20:17, 20:24, 21:10, 22:12, 22:19, 23:2, 23:25, 25:16, 25:18, 25:23, 26:12, 26:24, 28:8, 30:24 once 19:6, 27:23, 29:17 one 6:19, 9:13, 11:1, 11:12, 23:8, 26:20 only 11:1, 23:9, 24:23, 26:17, 29:25 operating 16:3 operations 16:18 opposed 29:13 order 22:8 orders 20:15 original 12:21, 27:23 other 9:2, 9:3, 10:17, 14:6,
N		O	
name 10:23 narrow 22:17 nature 9:10, 9:15, 11:9 necessary 7:25 need 9:21 needed 16:1, 18:15, 30:1 needs 23:18 neither 32:11, 33:8 net 29:4 nevada 1:3, 1:14,		o'bannon 3:13 objection 19:24, 20:22, 22:15 obligation 16:4, 19:6 obligations 16:6 obtained 10:21 occur 23:7 offer 6:14, 6:24 offering 6:19 office 3:12 officer 32:2	

15:3, 21:11, 28:8, 28:12, 29:24 others 14:4, 30:17 otherwise 32:13, 33:10 out 22:3, 23:21 outcome 32:14, 33:10 over 9:21, 20:11, 23:23, 28:9 owed 17:9 owners 16:6	18:20, 20:3, 21:13, 21:20 paying 17:18, 18:18 payment 15:19, 15:21, 22:7, 24:8 payments 10:9 people 29:11 percent 23:22 perhaps 24:24 personally 24:2 phone 8:5, 8:19 picked 29:18 pink 29:10 place 5:14 placement 24:9 plaintiff 1:6, 3:2, 5:6, 5:19, 6:1 planet 5:13, 5:23 please 5:16, 5:24 portion 5:4, 8:16, 30:25 possible 22:4, 24:5, 24:7, 24:23, 24:24 preparation 15:8 prepare 6:24, 7:6, 7:7, 7:16, 8:1, 28:16 prepared 6:13, 33:3	present 3:18 president 26:23 previous 7:4 previously 14:21 price 23:22 private 24:9 probably 15:15, 29:21, 29:22 proceeding 33:5 proceedings 32:3, 32:5, 32:6, 32:9, 33:6 product 13:14, 13:25, 14:2, 14:13, 14:15 products 9:14, 11:21, 12:11, 12:13, 22:23, 23:1, 23:5, 23:15, 23:16, 28:6 promote 12:10, 13:5, 28:5 promoting 12:12 protect 14:9 provide 7:20 provided 25:7 public 2:12, 29:11, 29:16, 32:1, 32:21 pull 23:21 pursuant 2:11	put 17:11 putting 27:22
P			Q
pacquiao 12:5, 12:14, 12:24, 13:8 page 4:2, 4:6, 15:18, 17:14, 17:15, 20:25 pages 1:24 parent 12:9, 16:3, 16:5, 24:13 parked 19:12 part 23:12 participating 8:21 parties 32:12, 33:9 path 22:17 patrick 3:3, 5:18 pavlik 27:9 pay 17:23, 18:11,			q1 29:7 q2 29:9 q3 29:2 q4 29:5 qualified 32:7 qualifying 18:21 quarter 8:7, 8:8, 28:25 question 9:23, 19:21, 21:16, 23:2, 28:17 questions 9:13, 9:17, 22:20, 30:16, 30:18 quickly 22:4
			R
			read 7:10, 15:24 real 29:16 reason 17:21, 18:1, 18:8, 18:14, 18:15, 18:17, 18:19, 18:23, 23:9 recall 7:18, 8:25, 11:18, 12:1, 15:7 receive 10:6, 11:16,

11:23, 11:25, 12:2, 27:15 received 9:12, 13:11, 23:10, 23:13, 24:8, 27:19 receiving 25:24, 26:2, 26:5, 26:8, 26:12 recipe 13:19, 13:25, 14:3, 14:8 recipes 13:17 record 30:20, 31:2, 31:3, 32:9, 33:6 recorded 32:6 recording 32:8, 33:4 reduced 32:7 referring 20:10, 21:7 related 8:6, 32:11, 33:8 relationship 9:10 relative 19:5 remember 10:23, 17:20, 18:1, 18:8, 18:13, 30:3 removed 23:10 reporter 5:22, 5:24, 32:1 represent 5:17 representative 1:12, 5:5, 6:7, 6:15, 6:25, 10:1, 11:15,	14:19, 15:1, 15:20, 17:5, 17:21, 21:4, 22:21, 31:1 representing 5:13, 5:23, 16:3 reputation 29:13 respect 7:1 restore 29:16 retail 23:22 revenue 28:24, 29:4, 29:24, 30:7, 30:9, 30:12 review 7:15, 8:22, 15:8, 15:13, 28:16, 28:21 reviewed 7:2 right 23:9, 23:23, 25:14, 27:11, 30:15 rival 13:5 role 24:10, 27:10	22:4, 29:6, 29:8 santiano 2:12, 5:23, 32:2, 32:20 say 8:12, 13:19, 25:17, 27:12, 27:15, 27:18, 28:25 saying 18:21, 18:22, 26:9 scene 29:15 scrambling 26:11 second 17:15 secrets 13:12 see 22:10 seen 6:10, 12:20, 12:21, 12:24, 13:8, 15:4 sell 9:14, 14:13, 14:16, 22:23, 28:6 sells 13:22, 13:25 sending 19:23 sent 18:23 september 21:17, 22:14 series 9:13 serving 27:3 set 27:23, 27:24 several 8:11 share 10:11	shared 14:3 shares 10:9, 10:12, 10:14, 10:18, 13:25, 26:9, 27:16, 27:19 shea 2:3 shortened 15:11 shots 14:14 showed 23:23 sides 17:1 signature-kcnbo 32:18 signature-llc0g 33:12 similarities 13:20 since 26:18, 27:14 sir 9:22 sister 15:25 sit 17:25, 19:15, 19:22 sitting 14:25 skills 32:10, 33:7 slightly 21:15 smart 12:9, 12:23, 12:25, 24:12, 24:19, 30:10 solicited 23:25, 24:17, 25:4 some 6:16, 8:24, 27:19
--	---	--	---

something 8:25, 30:1 somewhere 25:13 sort 24:11, 25:24, 26:3 sound 25:13 specific 7:12, 7:16, 8:22, 9:1, 12:17, 15:10, 17:21, 18:1, 18:8, 18:14, 18:15, 18:17, 18:19, 18:22, 30:3 specifically 7:7, 7:18, 8:6, 10:5, 17:5, 17:7, 17:25, 19:22, 20:19, 21:16, 22:12, 27:17, 27:18 spoken 7:2, 7:3, 7:11, 19:3, 20:5 st 5:10 start 27:13 started 29:12 startup 10:22 state 2:13, 5:17, 19:24, 32:21 statement 14:20 statements 15:12, 15:13, 22:1, 28:21 states 1:1, 5:8 status 26:22	still 17:12, 19:11, 26:25, 28:2 stretch 24:21 subpoena 4:7, 6:7, 7:8 subsidiary 16:1 substantially 29:18 sued 14:2 suite 2:5, 3:5, 3:14, 5:15 sure 8:24, 20:7, 22:22, 23:4, 26:16 swear 5:24 sworn 32:5 <hr/> T <hr/> take 17:10, 19:5 taken 32:3 takeover 1:8, 3:9, 5:6, 11:16, 11:23, 12:2, 12:6, 12:8, 12:10, 12:12, 13:12, 13:15, 13:18, 13:20, 14:1, 14:8, 14:12, 14:19, 15:23, 16:2, 16:16, 16:24, 17:9, 17:11, 17:18, 17:22, 17:24, 18:6, 18:9, 18:15, 18:17, 18:23, 19:7, 19:22, 20:7,	20:20, 20:25, 21:5, 21:16, 22:13, 23:18, 23:24, 25:25, 26:3, 26:25, 28:9, 28:14, 29:14, 30:1 takeover's 16:8 taking 5:14 talk 7:8 tarnish 16:5 tarnished 29:14 team 7:3 testify 7:22 testifying 9:7 testimony 6:14, 6:19, 6:24, 9:25, 10:2, 13:2 thank 6:4, 30:22 themselves 5:17 thereafter 32:6 thing 29:25 things 9:15 think 10:4, 10:5, 12:8, 14:12, 24:5, 24:20, 24:21, 26:15, 27:19, 29:20, 29:25 third 28:25 thomas 1:12, 2:1, 4:2	thought 25:1 thousand 29:22 three 6:20 through 20:14, 28:6 thursday 1:15, 5:10 time 5:11, 13:1, 17:8, 25:13, 25:23, 26:2, 26:6, 26:10 timeframe 16:12 times 8:14 today 5:12, 5:23, 6:10, 6:14, 7:7, 8:2, 9:8, 9:16, 15:5, 19:9, 19:22, 28:17 today's 5:10, 7:16, 15:9, 30:21 together 27:22 tom 5:3, 30:25 topic 6:8, 6:20, 7:21, 9:9 topics 6:16, 6:19, 7:1, 7:8, 7:21 touched 10:5 trade 13:12 transaction 16:14, 17:2, 21:8 transactions 21:24 transcribedby 1:25
--	--	---	---

transcriber 33:1 transcript 4:5, 30:23, 33:3, 33:5 transcriptionist 32:8 transfer 10:25, 12:3, 18:4, 30:6, 30:9, 30:12 transferred 17:22, 21:17, 22:13, 29:23 transferring 18:9, 20:20, 21:1, 21:5, 28:13 transfers 28:8 tripping 21:19 true 20:21, 20:23, 32:9, 33:5 trust 10:25 try 19:8, 25:2 trying 7:5, 22:3, 29:16 two 6:20, 23:8, 27:3 typewriting 32:7 typewritten 9:7 <hr/> U <hr/> under 21:11 understand 6:13, 19:18 understanding 6:18, 24:16 united 1:1, 5:7	unless 30:15 unpaid 27:12, 27:15 using 14:8 <hr/> V <hr/> validity 17:12 value 28:14 vegas 1:14, 2:6, 3:15, 5:15 version 15:12 via 8:19 viable 29:12 video 5:11, 5:13, 30:21 videographer 3:19, 5:2, 5:12, 5:22, 30:19, 30:24 videotaped 5:3 village 2:4, 5:14 voice 5:16 <hr/> W <hr/> want 22:22, 24:7, 26:16 water 13:20, 13:24 way 19:8, 21:25, 24:23 we're 28:3, 31:2 wearing 14:25	website 22:23, 23:1, 23:5, 23:16 weekly 27:21 welcome 6:3, 24:8 wells 28:20 went 8:11, 19:4, 28:9 whether 11:8 whole 29:14 wi 3:6 wife's 19:13 withdrawal 17:17 withdrawals 21:11 witness 5:25, 7:6, 8:2, 14:23 witness(es) 32:4 work 27:17 works 27:9, 27:12 wouldn't 11:4, 28:19 <hr/> Y <hr/> yeah 7:14, 8:7, 11:13, 13:1, 19:20, 25:15, 26:23, 27:25 year 20:12 yesterday 8:14, 9:2 <hr/> Z <hr/> zarro 1:12, 2:1, 4:2,	4:6, 6:3 zarro's 5:3, 30:25 <hr/> \$ <hr/> \$10,000 17:18, 21:2, 21:17, 21:20, 29:3 \$15,000 15:19 \$5,000 18:3, 18:23 <hr/> 0 <hr/> 02013 1:8, 5:9 0777 3:16 <hr/> 1 <hr/> 1100 3:5 14 1:16, 5:11, 18:4, 18:10, 18:18, 18:23, 19:23 15 8:10 150 2:5, 5:15 1731 2:4, 5:14 18 21:8, 21:14 <hr/> 2 <hr/> 2023 17:8, 17:17, 18:18, 18:23, 20:21, 21:2, 21:18, 22:14, 25:12, 25:17, 25:19, 29:5 2024 1:15, 5:11, 29:7, 29:9,
--	--	--	---

29:17, 33:15	5	
21	50	
1:15, 5:10,	23:22, 29:21	
21:2, 21:9,	511	
21:17	3:4	
2100	53202	
3:7	3:6	
22	561644	
1:8, 5:9	1:23	
23	6	
15:18, 16:8,	60	
18:10, 21:8,	29:20	
21:9, 28:25	6980	
269	3:13	
15:18	7	
273	702	
3:7	2:7, 3:16	
278	7432	
17:14	2:7	
29	8	
15:18, 16:8	80	
2:cv	29:20	
1:8, 5:9	89117	
3	3:15	
3	89134	
1:16, 5:11,	2:6, 5:15	
31:2, 31:3	9	
300	90	
20:24	29:20	
33		
1:24		
333		
3:16		
4		
40		
29:22		
400		
3:14		
414		
3:7		
43		
31:2, 31:3		
45		
8:12		
471		
2:7		